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Attorneys for Defendant
Leap Wireless International, Inc.

UNITED STATES DISTRICT COURT

SOUTHERN DISTRICT OF CALIFORNIA

HCL PARTNERS LIMITED PARTNERSHIP, on behalf of itself and all others similarly situated, Plaintiff, v. LEAP WIRELESS INTERNATIONAL, INC., S. DOUGLAS HUTCHESON, AMIN I. KHALIFA, GRANT A. BURTON, MICHAEL B. TARGOFF, JOHN D. HARKEY, ROBERT V. LaPENTA, and PRICEWATERHOUSECOOPERS, LLP, Defendants.	LEAD CASE NO. 07-CV-2245 (BTM) (NLS) Consolidated with Case No. 08-CV-0128 (BTM) (NLS) CLASS ACTION **DEFENDANT LEAP WIRELESS INTERNATIONAL, INC.'S NOTICE OF MOTION AND MOTION TO DISMISS THE CONSOLIDATED CLASS ACTION COMPLAINT**
KENT CHARMICHAEL, Individually and on behalf of all others similarly situated, Plaintiff, v. LEAP WIRELESS INTERNATIONAL, INC., *et al.*, Defendants.	Hearing Date: November 21, 2008 Hearing Time: 11:00 a.m. Courtroom: 15 The Honorable Barry Ted Moskowitz, United States District Court Judge No Oral Argument Unless Requested By Court

TO ALL PARTIES AND THEIR ATTORNEYS OF RECORD:

PLEASE TAKE NOTICE THAT on November 21, 2008 at 11:00 a.m. in the Courtroom of the Honorable Barry Ted Moskowitz of the United States District Court for the Southern District of California, located at 940 Front Street, San Diego, CA 92101-8900, Defendant Leap Wireless International, Inc. ("Leap") will and hereby does move for dismissal of the Consolidated Class Action Complaint ("Complaint"), dated July 7, 2008. This Motion is made pursuant to Federal Rules of Civil Procedure 8(a), 9(b) and 12(b)(6) and the Private Securities Litigation Reform Act, 15 U.S.C. § 78u-4 (the "PSLRA").

This Motion is made on the grounds that the Complaint fails to plead fraud with particularity or otherwise state a claim for relief under Federal Rules of Civil Procedure 9(b) and 12(b)(6) and the PSLRA for violation of Section 10(b) of the Securities Exchange Act of 1934 (15 U.S.C. §§ 78j(b), 78t(a)), and SEC Rule 10b-5 (17 C.F.R. § 240.10b-5) against Leap because, among other things, the allegations do not plead fraudulent conduct or scienter by Leap or any of the individual defendants as required by the PSLRA. In addition, Plaintiff's Complaint fails to comply with Rule 8(a)'s requirement of a "short and plain statement of the claim" in identifying the supporting factual allegations.

PLEASE TAKE FURTHER NOTICE THAT Leap hereby joins in the Motion to Dismiss filed on behalf of Defendants S. Douglas Hutcheson, Amin I. Khalifa, Grant A. Burton, Michael B. Targoff, John D. Harkey and Robert V. LaPenta (collectively, the "Individual Defendants"), and all papers filed in support of that Motion.

This Motion is based on this Notice of Motion and Motion, the accompanying Memorandum of Points and Authorities, the separately filed Request for Judicial Notice (and exhibits thereto), the Declaration of Wendy P. Harper, the Complaint, the Motion to Dismiss and supporting papers filed on behalf of the Individual Defendants, the complete files and records in

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this action, other documents specifically referenced in the Complaint, and oral argument as the Court may consider in deciding this Motion.

Dated: August 28, 2008

Respectfully submitted,

LATHAM & WATKINS LLP
Miles N. Ruthberg
Pamela S. Palmer
Kimberly A. Hicks
Wendy P. Harper
Curtis Carll

By /s/ Pamela S. Palmer
Pamela S. Palmer
Attorneys for Defendant
Leap Wireless International, Inc.